

EXHIBIT 1

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2 THE DEPOSITION OF: Michael Napolitano, CPA
3 TAKEN ON: July,30, 2020
4 BY REPORTER: John P. Donnelly, RPR
5 Attached is the unedited rough draft transcript
6 described
7 above in both .txt and .pdf format with keyword
8 index.
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24 1

1 This unedited Rough Draft is produced
2 in real-time (instant) form and is NOT
3 certified. The Rough Draft transcript may not be
4 cited
5 nor used in any way to rebut or contradict the
6 certified
7 transcription of proceedings.

8 There will be discrepancies in this
9 form and the final form because this real-time
10 (instant)
11 form has NOT been edited, proofread, corrected or
12 certified.

13 There will also be a discrepancy in page
14 numbers compared to the final.

15

16 Also, please be aware that the text may
17 contain an occasional ((REPORTER NOTE)) or a
18 ((CHECK)) to
19 myself or my Scopist and/or "nonsensical" English
20 word
21 combinations.

22 (All such entries will be corrected on the
23 final transcript.)

24 John P. Donnelly, RPR

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1 A. Yes.

2 Q. Can you tell me whether the types of
3 damages you calculate inside your report are
4 expectation or reliance damages?

5 MS. KRAMAN: Objection.

6 THE WITNESS: Again, our report is
7 not a lost -- my report is not a lost
8 profits report.

9 BY MR. BENCHELL:

10 Q. You sure about that?

11 A. Yes.

12 Q. We will get into that. You are
13 saying unequivocally that you did not perform a
14 damages assessment of expectation damages. Correct?

15 A. Again, this was not a lost profits
16 report.

17 Q. Sir, that is not what I asked you.
18 Let me restate the question. You are saying that
19 your damage analysis is not an expectation damage.
20 Correct?

21 MS. KRAMAN: Objection.

22 THE WITNESS: Correct.

23 BY MR. BENCHELL:

24 Q. Your report is not a calculation of

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1 report.

2 BY MR. BENCHELL:

3 Q. But you are unable to articulate for
4 me the form of damages that you have calculated
5 except what you just said. Correct?

6 MS. KRAMAN: Objection.

7 THE WITNESS: I don't know how else
8 to say it.

9 BY MR. BENCHELL:

10 Q. Does your report say anything about
11 disgorgement?

12 MS. KRAMAN: Objection.

13 THE WITNESS: It does not.

14 BY MR. BENCHELL:

15 Q. You purport to claim this is a
16 disgorgement report?

17 MS. KRAMAN: Objection.

18 THE WITNESS: Again, we provided the
19 analysis for the period post termination, to
20 arrive at a damage amount.

21 MR. BENCHELL: Can you please read my
22 last question, Mr. Donnelly.

23 (The reporter read back as
24 requested.)

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1 based on the analysis.

2 Q. Could have been more based on the
3 analysis, too. Right?

4 A. Could have been.

5 Q. Are you aware of what the result is
6 when you use Harrow Health's stated SG&A number on
7 your 2019 calculation?

8 A. I am not.

9 Q. By the way, is this a calculation of
10 Harrow's profits?

11 MS. KRAMAN: Objection.

12 THE WITNESS: This is a calculation
13 of damages.

14 BY MR. BENCHELL:

15 Q. Okay. So you are not aware of the
16 fact that the damages would have been calculated at
17 \$1.8 million for 2019, rather than \$3.3 million if
18 you used Harrow Health's stated SG&A number.
19 Correct?

20 MS. KRAMAN: Objection.

21 THE WITNESS: I would have to again
22 run those numbers to confirm that.

23 BY MR. BENCHELL:

24 Q. So you are not aware of that.